

# **Exhibit 21**



Trust. Knowledge. Confidence.

**Tony V. Pezzano**  
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**Tony.Pezzano@offitkurman.com**

April 1, 2023

**VIA EMAIL AND PRIORITY US FIRST CLASS MAIL**

VTVC Enterprises, Inc.  
3910 Wayne Avenue, #102  
Wichita Falls, Texas 76308

VTVC Enterprises, Inc.  
c/o Mr. Nguyen  
Director and President  
8 Park Place Ct.  
Wichita Falls, TX 76302

Mr. Toan Nguyen  
8 Park Place Ct.  
Wichita Falls, Texas 76302  
toan\_nguyen506@yahoo.com

**Re: Termination of KFTF Franchise Agreement And Toan Nguyen/VTVC  
Enterprise's Agreement To Close VTVC Enterprises, Inc., Kung Fu  
Boba And Not Use KF Tea Franchising LLC's Trademarks**

Dear Mr. Toan Nguyen:

I am writing to memorialize our discussion earlier this week and your agreement to the following terms in response to the Termination and Cease and Desist Letter sent to you and VTVC Enterprises, Inc. (collectively "You") on



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March 21 on behalf of KF Tea Franchising LLC (“KFTF”). You have agreed as follows:

1. You will take all necessary steps to completely close the Kung Fu Boba shop located in Wichita Falls, Texas and your involvement in the business of a retail shop, and any website related thereto, selling a variety of brew tea, bubble tea, coffee, juices, smoothies and other hot and cold drinks on or about March 31, 2023, and no later than April 20, 2023. You will send to my attention an email once the business is closed, and you will include photos showing the closed location.

2. You confirmed that in August 2022 you closed the KUNG FU TEA® shop located at 3910 Wayne Avenue, #102, Wichita Falls, Texas 76308. That shop was operating pursuant to your franchise agreement with KFTF of August 16, 2017 (the “Franchise Agreement”). You also confirmed that the Franchise Agreement is terminated and that you agreed to pay off the \$30,000 in penalties that you owe to KFTF pursuant to the Franchise Agreement on a payment schedule of \$500 per week, such that the total payment of \$30,000 is completed within fifteen months beginning April 1, 2023.

3. Once the balance is fully paid, you will have no further obligations under the Franchise Agreement other than your obligations not to compete under Section 3.3.3 and not to disclose any confidential information of KFTF pursuant to Section 3.2.

4. Once the Kung Fu Boba shop is closed, you will permanently cease and desist any and all current or future use of the KUNG FU TEA trademarks, and any similar marks, such as KUNG FU BOBA. This includes, but is not limited to any efforts or activities to promote, license, or advertise any store selling bubble tea, brew tea, coffee, juices, smoothies or variety of other hot and cold drinks in the United States under KUNG FU TEA®, KUNG FU BOBA or any variation of these terms.

5. Upon the closure of the Kung Fu Boba shop, you will refrain from using any trade name or trademark comprising terms identical or highly similar to KUNG FU TEA®, KUNG FU BOBA or any variation of these terms in connection with any store selling bubble tea, brew tea, coffee, juices, smoothies or variety of other hot and cold drinks in the United States and in any future advertising or rendering of services and programs, including on any website and any social media platform.

Due to the urgency of this matter, please countersign below your agreement to the terms of this letter by close of business (5:00pm Central) April 3, 2023.

Please note that nothing contained in this letter, nor any act or omission by KFTF, its staff, or representatives is intended or should be deemed to be a waiver, abridgment, alteration, modification or reduction of any rights or remedies which KFTF may have regarding this matter, and all rights and remedies, whether at law or in equity, are hereby expressly reserved.

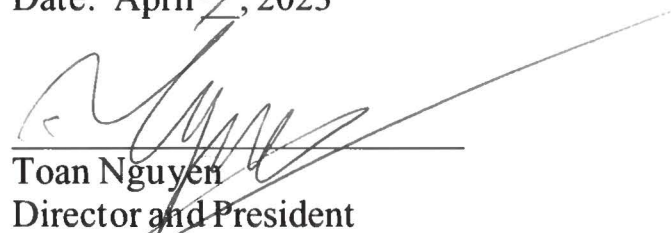
We look forward to receiving your countersignature soon, but in no event later than close of business on April 3, 2023.

Sincerely,

/Tony V. Pezzano/

Tony V. Pezzano

Date: April 3, 2023



\_\_\_\_\_  
Toan Nguyen  
Director and President  
VTVC Enterprises, Inc.  
8 Park Place Ct.  
Wichita Falls, TX 76302